



Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

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July 20, 2011

RECORDED & INDEXED **29839** FILED

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

JUL 20 '11 -5 00 PM

COMMUNICATIONS SECTION BOARD

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Full Service Lease Agreement dated June 15, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Fonderia S.A. de C.V.
Eje 122 S/N, Esq. Av. CFE
Zona Industrial 78395
San Luis Potosi, SLP Mexico

A description of the railroad equipment covered by the enclosed document is:

20 railcars: MBKX 200105, MBKX 200106, MBKX 200114, MBKX 200126, MBKX 200127,
MBKX 200136, MBKX 200145, MBKX 200159, MBKX 200164, MBKX 200179,
MBKX 200185, MBKX 200200, MBKX 200215, MBKX 200241, MBKX 200244,
MBKX 200249, MBKX 200262, MBKX 200270, MBKX 200292, MBKX 200306

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager of Contract Administration
Paralegal

Enclosure

RECORDATION NO. 29839 FILED 3

JUL 20 '11 -5 00 PM

SURFACE RECONSTRUCTION BOARD

**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**FONDERIA S.A. DE C.V.
("LESSEE")**

JUNE 15, 2011

This Memorandum of Full Service Lease Agreement is made and entered into as of June 15, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Fonderia S.A. de C.V., a Mexican corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor twenty (20) 1981 Orther built Converted Open Top Flat Bottom Gon Railcars bearing marks and numbers as follows:

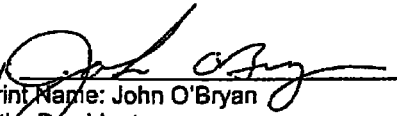
See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

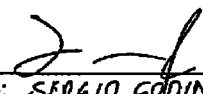
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

FONDERIA S.A. DE C.V.

By: 
Print Name: SERGIO GODIN
Title: CFO

CORPORATE ACKNOWLEDGEMENT

I, John O'Bryan, certify that I am President of Mitsui Rail Capital, LLC (the "Company"), that the seal affixed to the foregoing instrument is the corporate seal of said Company, that the instrument was signed and sealed on behalf of the Company by authority of its members, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Company. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 15, 2011.

By: 

Print Name: John O'Bryan

Title: President

I, SERGIO GONZALEZ, certify that I am CFO of Fonderia S.A. de C.V., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 24, 2011.

By: 

Print Name: SERGIO GONZALEZ

Title: CFO

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	200105
2	MBKX	200106
3	MBKX	200114
4	MBKX	200126
5	MBKX	200127
6	MBKX	200136
7	MBKX	200145
8	MBKX	200159
9	MBKX	200164
10	MBKX	200179
11	MBKX	200185
12	MBKX	200200
13	MBKX	200215
14	MBKX	200241
15	MBKX	200244
16	MBKX	200249
17	MBKX	200262
18	MBKX	200270
19	MBKX	200292
20	MBKX	200306